

JUN 15 11 12 AM '00

BK 1221 PG 394
W.F. CLK.

MISSISSIPPI
ASSIGNMENT OF DEEDS OF TRUST

- (3) Mid-State Trust VIII, a business trust, to First Union National Bank, as Indenture Trustee

FOR VALUE RECEIVED, the undersigned, Mid-State Trust VIII (hereinafter referred to as the "Trust" or the "Assignor"), a business trust created under the laws of Delaware pursuant to an Amended and Restated Trust Agreement dated as of May 3, 2000, having an address of c/o Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, does grant, bargain, sell, assign, transfer and set over unto First Union National Bank, with corporate trust offices at 230 South Tryon Street, Charlotte, North Carolina 28288-1179, its successors and assigns, as Indenture Trustee under an Indenture, dated as of May 3, 2000, (the "Indenture") and does mortgage and grant a security interest in those certain deeds of trust ("Deeds of Trust"), together with the debts thereby secured, the notes therein described, and all of the interest of the undersigned in and to the lands and property conveyed by said Deeds of Trust which appear of record in the Office of the Chancery Clerk of the First Judicial District in and for De Soto County, Mississippi, and are more fully described by book and page reference in the document marked Exhibit A, attached hereto, incorporated herein and made a part hereof.

THIS ASSIGNMENT IS A COLLATERAL ASSIGNMENT IN TRUST to said First Union National Bank, as Indenture Trustee under the Indenture. Copies of the Indenture will be available at the above referenced corporate trust offices of First Union National Bank.


IN WITNESS WHEREOF, the undersigned Assignor, acting by and through Wilmington Trust Company (the "Owner Trustee"), a Delaware banking corporation, not in its individual capacity but solely as trustee of the Trust, has caused these presents to be executed and sealed by the duly authorized officers of the Owner Trustee, as of this 4th day of May, 2000.

(Corporate Seal)

MID-STATE TRUST VIII

By: WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as
Owner Trustee of Mid-State Trust VIII

ATTEST

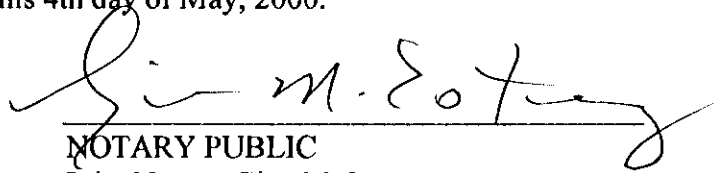
By: 
Name: Joseph B. Feil
Title: Assistant Secretary

By: 
Name: Bruce L. Bisson
Title: Vice President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned authority in and for the said county and state on this 4th day of May, 2000, within my jurisdiction, the within named Bruce L. Bisson and Joseph B. Feil, duly identified before me who acknowledged that they are Vice President and Assistant Secretary, respectively, of Wilmington Trust Company, a Delaware banking corporation, and that for and on behalf of said corporation and as its act and deed in its representative capacity as Owner Trustee of Mid-State Trust VIII, a Delaware business trust, and that for and on behalf of said business trust and as its act and deed, they executed the above and foregoing instrument, after first having been duly authorized by said corporation and business trust so to do.

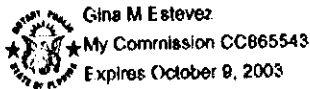
Given under my hand and official seal this 4th day of May, 2000.



NOTARY PUBLIC

Print Name: Gina M. Estevez

My Commission Expires: 10/9/2003



THIS INSTRUMENT PREPARED BY:

Jeffrey P. Thofner, Esquire
1500 N. Dale Mabry Highway
Tampa, Florida 33607
(813) 871-4623

AFTER RECORDING RETURN TO:

Robert J. Grant, Vice President
Mid-State Homes, Inc.
1500 North Dale Mabry Highway
Tampa, Florida 33607

INDEXING INSTRUCTIONS:

See reference to previously recorded instruments in Exhibit A attached.

HM974FIN-G

EXHIBIT A
TO ASSIGNMENT

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THE DEEDS OF TRUST DESCRIBED IN THE FOREGOING ASSIGNMENT ARE DESCRIBED MORE PARTICULARLY IN THE FOLLOWING LIST WHICH SETS FORTH THE NAMES OF THE GRANTORS OF THE DEEDS OF TRUST (THE LAST NAME OF EACH SUCH GRANTOR APPEARING FIRST), THE ORIGINAL PRINCIPAL BALANCE OF THE PROMISSORY NOTE SECURED THEREBY, AND THE BOOK AND PAGE NUMBER OF THE REGISTRY OF DEEDS OF THE COUNTY AND STATE LISTED BELOW, WHERE THE DEEDS OF TRUST ARE RECORDED:

STATE OF : MISSISSIPPI
COUNTY OF : DE SOTO

ACCT NO.	GRANTOR(S)	DEED OF TRUST	PAGE	ORIG BAL.
707384	THREATT MARCUS THREATT RHONDA	1082	418	236,592.00
	S24-T1S-R7W			